

WT 06-131

Submitted: 06/13/2006 at 17:25:17

File Number: 0002649372

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FCC 603  
Main Form

FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

General Information

1) Application Purpose (Select only one) (AA)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number:
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( N ) Yes No
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number:
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( N ) Yes No
4) Are attachments being filed with this application?	( Y ) Yes No

Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) Yes No
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) Yes No
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( N ) Yes No
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: _____

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:	<input checked="" type="checkbox"/> Voluntary <input type="checkbox"/> Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) ____ / ____ / ____
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( Y ) Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( N ) Yes No
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) ____ / ____ / ____
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( N ) Yes No
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( N ) Yes No

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( <u>N</u> ) <u>Yes</u> <u>No</u>
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( <u>Y</u> ) <u>Yes</u> <u>No</u>
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( <u>N</u> ) <u>Yes</u> <u>No</u>

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( <u>Y</u> ) <u>Yes</u> <u>No</u>
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( <u>Y</u> ) <u>Yes</u> <u>No</u>
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( <u>N</u> ) <u>Yes</u> <u>No</u>

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Yes</u> <u>No</u>
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Yes</u> <u>No</u>

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
18) FCC Registration Number (FRN): 0001569235			
19) First Name (if individual):	MI:	Last Name:	Suffix:
20) Legal Entity Name (if not an individual): WWC Holding Co., Inc.			
21) Attention To: Wireless Regulatory Supervisor			
22) P.O. Box:	And /Or	23) Street Address: One Allied Drive, B2F02-A	
24) City: Little Rock	25) State: AR	26) Zip Code: 72202	
27) Telephone Number: (501)905-8555		28) Fax Number: (501)905-6193	
29) E-Mail Address:			

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name: Cheryl	MI:	Last Name: Tritt	Suffix:
32) Company Name: Morrison & Foerster LLP			
33) Attention To:			
34) P.O. Box:	And /Or	35) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500	
36) City: Washington	37) State: DC	38) Zip Code: 20006	
39) Telephone Number: (202)887-1510		40) Fax Number: (202)887-0763	
41) E-Mail Address: CTritt@mofo.com			

**Transferor Information** (for Transfers of Control only)

42) Transferor is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
43) FCC Registration Number (FRN):					
44) First Name (if individual):		MI:	Last Name:		Suffix:
45) Legal Entity Name (if not an individual):					
46) Attention To:					
47) P.O. Box:		And /Or	48) Street Address:		
49) City:			50) State:	51) Zip Code:	
52) Telephone Number:			53) Fax Number:		
54) E-Mail Address:					

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name:		MI:	Last Name:		Suffix:
57) Company Name:					
58) Attention To:					
59) P.O. Box:		And /Or	60) Street Address:		
61) City:			62) State:	63) Zip Code:	
64) Telephone Number:			65) Fax Number:		
66) E-Mail Address:					

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
68) FCC Registration Number (FRN): 0015135858					
69) First Name (if individual):		MI:	Last Name:		Suffix:
70) Legal Entity Name (if not an individual): Southern Minnesota, LLC					
71) Attention To: Wireless Regulatory Supervisor					
72) Real Party in Interest FCC Registration Number (FRN): 0015135858					
73) Name of Real Party in Interest: Southern Minnesota, LLC					
74) P.O. Box:		And /Or	75) Street Address: One Allied Drive, B2F02-A		
76) City: Little Rock			77) State: AR	78) Zip Code: 72202	
79) Telephone Number: (501)905-8555			80) Fax Number: (501)905-6193		
81) E-Mail Address:					

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: Cheryl		MI: A	Last Name: Tritt		Suffix:
84) Company Name: Morrison & Foerster LLP					
85) Attention To:					
86) P.O. Box:		And /Or	87) Street Address: 2000 Pennsylvania Avenue, NW, Suite 5500		
88) City: Washington			89) State: DC	90) Zip Code: 20006	
91) Telephone Number: (202)887-1510			92) Fax Number: (202)887-0763		
93) E-Mail Address: CTritt@mofo.com					

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(Y ) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0002579868

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N ) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	( N ) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N ) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( ) <u>Yes</u> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	( N ) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	( N ) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( N ) <u>Yes</u> <u>No</u>

**Assignor/Transferor Certification Statements**

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

103) First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
104) Title: VP - Federal Communications Counsel			
Signature: Glenn S Rabin			105) Date: 06/13/2006

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.****WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

### Assignee/Transferee Certification Statements

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

### Typed or Printed Name of Party Authorized to Sign

106) First Name: Glenn	MI: S	Last Name: Rabin	Suffix:
107) Title: VP - Federal Communications Counsel			
Signature: Glenn S Rabin			108) Date: 06/13/2006
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			



**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN282	CL - Cellular						Y
KNKN450	CL - Cellular						Y
KNKN572	CL - Cellular						Y
KNKQ432	CL - Cellular						Y
WMK807	CF - Common Carrier Fixed Point to Point Microwave						Y
WMK811	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR721	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR723	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR724	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR725	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR726	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR727	CF - Common Carrier Fixed Point to Point Microwave						Y
WMR728	CF - Common Carrier Fixed Point to Point Microwave						Y
WMS895	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNH402	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI854	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI855	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI856	CF - Common Carrier Fixed Point to Point Microwave						Y

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPNI857	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI858	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI859	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI860	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI861	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI862	CF - Common Carrier Fixed Point to Point Microwave						Y
WPNI863	CF - Common Carrier Fixed Point to Point Microwave						Y
WPOT756	MG - Microwave Industrial/Business Pool						Y
WPOT757	MG - Microwave Industrial/Business Pool						Y
WPQT290	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUL459	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUQ768	CF - Common Carrier Fixed Point to Point Microwave						Y
WPUR520	CF - Common Carrier Fixed Point to Point Microwave						Y
WPWI986	CF - Common Carrier Fixed Point to Point Microwave						Y
WPYM519	CF - Common Carrier Fixed Point to Point Microwave						Y
WQFA856	CW - PCS Broadband						Y
WQFA857	CW - PCS Broadband						Y
WQFA858	CW - PCS Broadband						Y
WQFA859	CW - PCS Broadband						Y

**FCC 603  
Schedule A**

**Schedule for Licensees that Received Bidding Credits or  
Participate in the Installment Payment Plan,  
or Involving Licenses Won in Closed Bidding**

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

For Purposes of Schedule A, Applicant is defined as the Assignee (Assignment of Authorization) or the post-transaction Licensee (Transfers of Control)

**Bidding Credits**

1) Have the full amount of bidding credit(s) awarded with regard to each of the subject license(s) been paid as part of unjust enrichment payment(s) in previous transaction(s)?  If the response to Item 1 is 'Y', Item 2 is not required to be completed.	( ) <u>Yes</u> <u>No</u>
2) With respect to each of the subject licenses, the Applicant: <input type="checkbox"/> a) qualifies for the same designated entity status as the current Licensee <input type="checkbox"/> b) qualifies for a different designated entity status than the current Licensee <input type="checkbox"/> c) does not qualify for any designated entity status	

**Installment Payments**

3) Have all the installment payment obligations for each of the subject licenses been paid in full?  If the response to Item 3 is 'Y', Item 4 is not required to be completed.	( Y ) <u>Yes</u> <u>No</u>
4) With respect to each of the subject licenses, the Applicant: <input type="checkbox"/> a) qualifies for the same eligibility status for the installment payment plan as the current Licensee <input type="checkbox"/> b) qualifies for a different eligibility status for the installment payment plan than the current Licensee <input type="checkbox"/> c) does not qualify for the installment payment plan	

**Closed Bidding Licenses**

5) Have construction notifications been submitted as required by the Commission's Rules for each of the subject licenses?  If the response to Item 5 is 'Y', Item 6 is not required to be completed.	( ) <u>Yes</u> <u>No</u>
6) With respect to each of the subject licenses, the Applicant: <input type="checkbox"/> a) qualifies for closed bidding <input type="checkbox"/> b) does not qualify for closed bidding	

Attachment(s):

Type	Description	Date Entered
A	STEP 3 TRANSACTION	06/22/2006
O	Exhibit 1	06/13/2006

## DESCRIPTION OF PRO FORMA ASSIGNMENT AND PUBLIC INTEREST STATEMENT

Pursuant to Section 1.948(c)(1) of the Commission's rules,<sup>1</sup> WWC Holding Co., Inc. ("WWC") requests Commission consent to the pro forma assignment of the cellular, personal communications service ("PCS"), microwave, and industrial/business pool licenses identified in Attachment A (the "Licenses") to Southern Minnesota, LLC ("Southern Minnesota"). Both WWC and Southern Minnesota are wholly-owned subsidiaries of ALLTEL Corporation. ("ALLTEL").<sup>2</sup> As discussed below, this pro forma assignment is the second step in a three-step process necessary to effectuate a larger transaction in which control of the Licenses will be transferred from ALLTEL to Cingular Wireless Corporation ("Cingular").

To effectuate the sale of the Licenses to Cingular, multiple applications are being filed in quick succession in three steps. In the first step, pursuant to the Commission's pro forma forbearance procedures, WWC partitioned and/or disaggregated certain of its PCS licenses covering various counties in Southern Minnesota and obtained new call signs for the partitioned and/or disaggregated spectrum.<sup>3</sup> In the second step, ALLTEL is filing two applications seeking Commission consent to assign the Licenses on a pro forma basis to Southern Minnesota. Specifically, ALLTEL is filing this application to assign on a pro forma basis the Licenses from WWC to Southern Minnesota. ALLTEL also is filing an application to assign on a pro forma basis a single cellular license (call sign WPSJ612) from Great Western Cellular Holdings, L.L.C. ("Great Western") to Southern Minnesota.<sup>4</sup> In the third step, ALLTEL and Cingular are filing an application seeking Commission consent to transfer control of Southern Minnesota to Cingular. The second and third step applications are being filed concurrently. Upon Commission approval and the satisfaction of other contractual conditions, the parties intend to consummate steps two and three in quick succession.

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<sup>1</sup> 47 C.F.R. § 1.948(c)(1). WWC does not seek treatment under the Commission's forbearance procedures for the assignment of Licenses to Southern Minnesota, although some Licenses otherwise would qualify for after-the fact notification. As further discussed herein, the assignment of the Licenses is the second step of a larger three-step transaction. Forbearance treatment is not sought because the step-two pro forma assignment of the Licenses will be consummated immediately prior to the consummation of the third-step application.

<sup>2</sup> ALLTEL, a Delaware corporation headquartered in Little Rock, Arkansas, is a diversified telecommunications company and the parent holding company of WWC and ALLTEL Communications, Inc. ("ACI"). Southern Minnesota is a wholly-owned subsidiary of ACI.

<sup>3</sup> See FCC File No. 0002638680.

<sup>4</sup> An application seeking Commission consent to transfer control of Great Western to WWC is pending. See FCC File No. 0002532959. Accordingly, ALLTEL currently does not control Great Western. ALLTEL and Cingular intend for control of Great Western's cellular license to be transferred to Cingular once ALLTEL acquires control of the license. The application seeking consent to assign Great Western's license to Southern Minnesota therefore assumes, and is contingent upon, the Commission's approval of the pending application to transfer control of Great Western to WWC.

Because ALLTEL, through Southern Minnesota, will continue to control the Licenses, this assignment is pro forma. The Commission has previously stated that “where no substantial change of control will result from the transfer or assignment, grant of the application is deemed presumptively in the public interest.”<sup>5</sup> Accordingly, the instant non-substantial, pro forma assignment is presumptively in the public interest.

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<sup>5</sup> See *Federal Communications Bar Association’s Petition for Forbearance from Section 310(d) of the Communications Act Regarding Non-Substantial Assignments of Wireless Licenses and Transfers of Control Involving Telecommunications Carriers*, 13 FCC Rcd 6293, 6295 (1998).

**ATTACHMENT A**  
**LICENSES TO BE ASSIGNED TO SOUTHERN MINNESOTA, LLC**

**CMRS Licenses**

Call Sign	Service Type	Market	Block	Counties	MHz
KNKQ432	Cellular	Minnesota 7 – Chippewa RSA (CMA488)	A	Chippewa Kandiyohi McLeod Meeker Nicollet Renville Sibley	25
KNKN450	Cellular	Minnesota 8 – Lac qui Parle RSA (CMA489)	A	Lac qui Parle Lincoln Lyon Redwood Yellow Medicine	25
KNKN282	Cellular	Minnesota 9 – Pipestone RSA (CMA490)	A	Brown Cottonwood Jackson Martin Murray Nobles Pipestone Rock Watsonwan	25
KNKN572	Cellular	Minnesota 10 – Le Sueur RSA (CMA491)	A	Blue Earth Faribault Freeborn LeSueur Rice Steele Waseca	25
WQFA859	PCS	Wilmar-Marshall, MN (BTA477)	E	Chippewa Kandiyohi Lincoln Lyon Renville Yellow Medicine	5
WQFA856	PCS	Watertown, SD (BTA464)	D	Lac qui Parle	10
WQFA857	PCS	Watertown, SD (BTA464)	F	Lac qui Parle	10
WQFA858	PCS	Worthington, MN (BTA481)	F	Cottonwood Murray Pipestone	10

**Microwave and Industrial/Business Pool Licenses**

<b>Call Sign</b>	<b>Service Type</b>	<b>Market</b>
WMS895	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI854	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI855	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI856	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI857	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI858	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
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WPNI861	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI862	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI863	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPUL459	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPYM519	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WMR728	Common Carrier Fixed Point-to-Point Microwave	Minnesota 8 – Lac qui Parle RSA
WPQT290	Common Carrier Fixed Point-to-Point Microwave	Minnesota 8 – Lac qui Parle RSA
WMR721	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR723	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR724	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR725	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR726	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR727	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPNH402	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPWI986	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMK807	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WMK811	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPUQ768	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPUR520	Common Carrier Fixed Point-to-Point Microwave	Minnesota 10 – Le Sueur RSA
WPOT756	Industrial/Business Pool	Minnesota 10 – Le Sueur RSA
WPOT757	Industrial/Business Pool	Minnesota 10 – Le Sueur RSA



# Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/29/2006 at 13:44:59

File Number: 0002660860

FCC 603  
Main Form

## FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control

Approved by OMB  
3060 - 0800  
See instructions for  
public burden estimate

### General Information

1) Application Purpose (Select only one) (DC)	
AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal
NT - Required Notification (For Consummation of an Assignment or Transfer) EX - Request for Extension of Time (To Consummate an Assignment or Transfer)	
2) If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the FCC.	File Number: _____
3a) Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee, affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	( Y ) <u>Yes</u> <u>No</u>
3b) If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: _____
3c) Does this application for Assignment of Authorization or Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	( N ) <u>Yes</u> <u>No</u>
4) Are attachments being filed with this application?	( Y ) <u>Yes</u> <u>No</u>

### Fees and Waivers

5a) Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCC application fees.	( N ) <u>Yes</u> <u>No</u>
5b) Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application? If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	( N ) <u>Yes</u> <u>No</u>
6a) Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)? If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	( Y ) <u>Yes</u> <u>No</u>
6b) If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections: <u>1</u>

### Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?	( N ) <u>Yes</u> <u>No</u>
8a) The Assignment of Authorization or Transfer of Control is:	<input checked="" type="checkbox"/> Voluntary <input type="checkbox"/> Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/YYYY) ____ / ____ / ____
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?	( Y ) <u>Yes</u> <u>No</u>
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( N ) <u>Yes</u> <u>No</u>
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) ____ / ____ / ____
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.	( N ) <u>Yes</u> <u>No</u>
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?	( N ) <u>Yes</u> <u>No</u>

11) How will/has the Assignment of Authorization or Transfer of Control be/been accomplished? Select One: ( S )

Sale or other assignment of assets

Court order

Reorganization or liquidation

Transfer of stock or other ownership interests

Other (voting trust agreement, management contract, etc.): \_\_\_\_\_

**Designated Entity Information** (If 12a, 12b or 12c is 'Y', Schedule A is required to be completed.)

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with bidding credits within the last five years?	( ) <u>Yes</u> <u>No</u>
12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission's installment payment plan?	( ) <u>Yes</u> <u>No</u>
12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to closed bidding within the last five years?	( ) <u>Yes</u> <u>No</u>

**Competition-Related Information**

13) Does this application for Assignment of Authorization or Transfer of Control involve a license(s) that may be used for interconnected mobile voice and/or data services that would, if assigned or transferred, create a geographic overlap with another license(s) in which the Assignee/Transferee already holds direct or indirect interests (of 10 percent or more), either as a licensee or spectrum lessee/sublessee, and that also could be used to provide interconnected mobile voice and/or data services?	( N ) <u>Yes</u> <u>No</u>
14a) Does the Assignee/Transferee hold direct or indirect interests (of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellular Radiotelephone, broadband PCS, or Specialized Mobile Radio (SMR) services through license(s), lease(s), or sublease(s) in the same geographic area?	( N ) <u>Yes</u> <u>No</u>
14b) Would/does this application for Assignment of Authorization or Transfer of Control reduce the number of entities providing service (using spectrum in any of the three services listed in item 14a) in the affected market(s)?	( N ) <u>Yes</u> <u>No</u>

**Broadband Radio Service and Educational Broadband Service Information**

15a) Will the requested facilities be used to provide multichannel video programming?	( ) <u>Yes</u> <u>No</u>
15b) If 15a is 'Y', does the Assignee/Transferee operate, control or have attributable interest (as defined in Section 27.1202 of the Commission's Rules) in a cable television system whose franchise area is located within the geographic area of the requested facilities?  If 'Y', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1202 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Yes</u> <u>No</u>
16) Does the Assignee/Transferee comply with the programming requirements contained in Section 27.1203 of the Commission's Rules?  If 'N', provide an exhibit explaining how the Assignee/Transferee complies with Section 27.1203 of the Commission's Rules or justifying a waiver of that rule. If a waiver of the Commission's Rule(s) is being requested, 6a must be answered 'Y'.	( ) <u>Yes</u> <u>No</u>

**Assignor/Licensee Information**

17) Assignor/Licensee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
18) FCC Registration Number (FRN): 0007545676					
19) First Name (if individual):		MI:	Last Name:		Suffix:
20) Legal Entity Name (if not an individual): GREAT WESTERN CELLULAR HOLDINGS LLC					
21) Attention To: WIRELESS REGULATORY SUPERVISOR					
22) P.O. Box:		And /Or	23) Street Address: ONE ALLIED DRIVE, B2F02-A		
24) City: LITTLE ROCK			25) State: AR	26) Zip Code: 72202	
27) Telephone Number: (501)905-8555			28) Fax Number: (501)905-6193		
29) E-Mail Address:					

**30) Demographics of Assignor/Licensee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignor/Licensee Contact Representative**

31) First Name: CHERYL		MI:	Last Name: TRITT		Suffix:
32) Company Name: MORRISON & FOERSTER LLP					
33) Attention To:					
34) P.O. Box:		And /Or	35) Street Address: 2000 PENNSYLVANIA AVE NW, SUITE 5500		
36) City: WASHINGTON			37) State: DC	38) Zip Code: 20006	
39) Telephone Number: (202)887-1510			40) Fax Number: (202)887-0763		
41) E-Mail Address: ctritt@mofo.com					

**Transferor Information (for Transfers of Control only)**

42) Transferor is a(n): (Select One)			
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity
<input type="checkbox"/> Corporation	<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium
<input type="checkbox"/> Other: _____			
43) FCC Registration Number (FRN):			
44) First Name (if individual):	MI:	Last Name:	Suffix:
45) Legal Entity Name (if not an individual):			
46) Attention To:			
47) P.O. Box:	And /Or	48) Street Address:	
49) City:	50) State:	51) Zip Code:	
52) Telephone Number:		53) Fax Number:	
54) E-Mail Address:			

**55) Demographics of Transferor (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Transferor Contact Representative**

56) First Name:	MI:	Last Name:	Suffix:
57) Company Name:			
58) Attention To:			
59) P.O. Box:	And /Or	60) Street Address:	
61) City:	62) State:	63) Zip Code:	
64) Telephone Number:		65) Fax Number:	
66) E-Mail Address:			

**Assignee/Transferee Information**

67) Assignee/Transferee is a(n): (Select One)					
<input type="checkbox"/> Individual	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust	<input type="checkbox"/> Government Entity	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Limited Liability Company
<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Consortium		
<input type="checkbox"/> Other: _____					
68) FCC Registration Number (FRN): 0015135858					
69) First Name (if individual):		MI:	Last Name:		Suffix:
70) Legal Entity Name (if not an individual): SOUTHERN MINNESOTA LLC					
71) Attention To: WIRELESS REGULATORY SUPERVISOR					
72) Real Party in Interest FCC Registration Number (FRN): 0000000000					
73) Name of Real Party in Interest:					
74) P.O. Box:		And /Or	75) Street Address: ONE ALLIED DRIVE, B2F0-A		
76) City: LITTLE ROCK			77) State: AR	78) Zip Code: 72202	
79) Telephone Number: (501)905-8555			80) Fax Number: (501)905-6193		
81) E-Mail Address:					

**82) Demographics of Assignee/Transferee (Optional):**

<b>Race:</b> <input type="checkbox"/> American Indian or Alaska Native <input type="checkbox"/> Asian <input type="checkbox"/> Black or African-American <input type="checkbox"/> Native Hawaiian or Other Pacific Islander <input type="checkbox"/> White	<b>Ethnicity:</b> <input type="checkbox"/> Hispanic or Latino <input type="checkbox"/> Not Hispanic or Latino	<b>Gender:</b> <input type="checkbox"/> Male <input type="checkbox"/> Female
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**Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

83) First Name: CHERYL		MI: A	Last Name: TRITT		Suffix:
84) Company Name: MORRISON & FOERSTER LLP					
85) Attention To:					
86) P.O. Box:		And /Or	87) Street Address: 2000 PENNSYLVANIA AVE, NW, SUITE 5500		
88) City: WASHINGTON			89) State: DC	90) Zip Code: 20006	
91) Telephone Number: (202)887-1510			92) Fax Number: (202)887-0763		
93) E-Mail Address: ctritt@mofo.com					

**Ownership Disclosure Information**

94a) Is the Assignee/Transferee required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(Y ) <u>Yes</u> <u>No</u>
94b) If 94a is 'Y', provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: <u>0002579868</u>

**Alien Ownership Information**

95) Is the Assignee/Transferee a foreign government or the representative of any foreign government?	(N ) <u>Yes</u> <u>No</u>
96) Is the Assignee/Transferee an alien or the representative of an alien?	(N ) <u>Yes</u> <u>No</u>
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N ) <u>Yes</u> <u>No</u>
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N ) <u>Yes</u> <u>No</u>
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N ) <u>Yes</u> <u>No</u>
99b) If 99a is 'Y', has the Assignee/Transferee received a ruling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?  If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	( ) <u>Yes</u> <u>No</u>

**Basic Qualification Information**

100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N ) <u>Yes</u> <u>No</u>
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N ) <u>Yes</u> <u>No</u>
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N ) <u>Yes</u> <u>No</u>

### Assignor/Transferor Certification Statements

- 1) The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

#### Typed or Printed Name of Party Authorized to Sign

103) First Name: GLENN	MI: S	Last Name: RABIN	Suffix:
104) Title: VICE PRESIDENT - FEDERAL COMMUNICATIONS			
Signature: GLENN S RABIN			105) Date: 06/13/2006

**FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.**

**WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).**

**Assignee/Transferee Certification Statements**

1)	The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
2)	The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3)	The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.* *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4)	The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
5)	The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6)	The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of "party to the application" as used in this certification.
7)	The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

**Typed or Printed Name of Party Authorized to Sign**

106) First Name: GLENN	MI: S	Last Name: RABIN	Suffix:
107) Title: VICE PRESIDENT-FEDERAL COMMUNICATIONS CO			
Signature: GLENN S RABIN			108) Date: 06/13/2006
<b>FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.</b>			
<b>WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).</b>			



**Authorizations To Be Assigned or Transferred**

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
WPSJ612	CL - Cellular						Y

Call Sign	Service Type	Market	Block	Counties	MHz
WQFA856	PCS	Watertown, SD (BTA464)	D	Lac qui Parle	10
WQFA857	PCS	Watertown, SD (BTA464)	F	Lac qui Parle	10
WQFA858	PCS	Worthington, MN (BTA481)	F	Cottonwood Murray Pipestone	10

**Microwave and Industrial/Business Pool Licenses**

Call Sign	Service Type	Market
WMS895	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI854	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI855	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI856	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI857	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
WPNI858	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
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WPNI862	Common Carrier Fixed Point-to-Point Microwave	Minnesota 7 – Chippewa RSA
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WMR721	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
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WMR724	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR725	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR726	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WMR727	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA
WPNH402	Common Carrier Fixed Point-to-Point Microwave	Minnesota 9 – Pipestone RSA